

BYLAWS
Association for Practical and Professional Ethics Incorporated

Adopted: March 1, 2019 & Amended: February 21, 2020

ARTICLE I - NAME AND PURPOSE

- A. Name. The name of the Association is: Association for Practical and Professional Ethics Incorporated (hereinafter the "Association").
- B. Purpose and Powers.
1. The Association is a nonprofit public benefit corporation that is organized and operated to engage in any lawful act for a nonprofit corporation.
 2. Notwithstanding any other provision of these Bylaws, neither the Board of Directors nor the Association shall have the power or authority to do any act that will prevent the Association from being an organization described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code (hereinafter the "Code"), or corresponding provisions of any subsequent federal tax laws. The Association shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.
- C. Annual Meeting. The annual meeting of the Association shall be at a time and place set forth by the Board of Directors.
- D. Fiscal Year. The fiscal year of the Association shall be July 1 to June 30.

ARTICLE II - MEMBERSHIP

- A. Classes of Members.
1. The Association shall have classes of Members including Individuals, Institutional, and Organizational Sponsors.
 2. Institutional Members receive one (1) Individual Membership, designated by the Institutional Member.
 3. Supporting Institutional Members are eligible for three (3) Individual Memberships, as designated by the Institutional Member.
 4. Sustaining Institutional Members are eligible for five (5) Individual Memberships, as designated by the Institutional Member.
 5. Organizational Sponsors receive ten (10) Individual Memberships, designated by the Organizational Sponsor.

B. Eligibility and Application.

1. Any person who is interested in the purposes and mission of the Association is eligible to be a Member.
2. Any eligible person desiring to become a Member shall apply in such form as may be prescribed from time to time by the Board of Directors.

C. Membership Dues.

1. The Membership dues as well as the time and required method of payment of such dues may be determined and amended from time to time by the Board of Directors.
2. In the event that a person is a Member of the Association for only a partial period, such as in the event of his or her death, resignation or expulsion, the dues for that period may or may not be adjusted, at the discretion of the Board of Directors. In the event that for any reason, any dues owed by the person to the Association shall constitute an enforceable debt owed to the Association, then such person may be reinstated as a Member only after full payment is made of any such amounts.

D. Rights and Responsibilities. Members are entitled to vote on elections of Directors and any substantive amendments to the following:

1. In Articles of Incorporation ("Articles"):
 - a. Article III: Corporation Type, Membership, Dissolution, Section B; and
 - b. Article IX: Members.
2. In these Bylaws
 - a. Article II: Membership;
 - b. Article III: Meetings of Members;
 - c. Article IV: Board of Directors, Section E, ¶ 1-2;
 - d. Article IV: Board of Directors, Section F, ¶ 3; and
 - e. Article IX: Amendments.

Such substantive amendments include, but are not limited to, removing the Membership completely, changing the number of votes that the Members have, generally changing Members' ability to vote on actions of the Association, and dissolving the Organization or otherwise transferring substantially all of its assets.

Amendments that would not require a Member vote under these Bylaws, include, but are not limited to, restructuring of the Membership that has no effect on the actual rights of the Members and renaming any of the Membership classes.

E. Resignation from Membership. Any Member may resign at any time giving written notice, including, but not limited to, by mail, e-mail, or other similar means, of such resignation to the Executive Director. The acceptance of a resignation shall not be necessary to make it effective.

F. Removal from Membership.

1. Any member may be removed as a Member for cause, including, but not limited to, the failure to fulfill all of the requirements to be Member, failure to pay all Membership dues, and committing one or more actions that damage or jeopardize the Association. Removal shall require a majority vote of the Directors at a regular or special meeting of the Board called for the purpose of removing such Member.
2. Written notice, including mail, electronic mail, or other similar means, of the meeting of the Board at which removal will be considered must be given to the Member not less than fifteen (15) days prior and must include the reasons for such removal. If written notice is provided by mail, then such shall be provided by first class or certified mail sent to the last address of the Member shown on the Association's records.
3. The Member shall be provided with an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the removal.

ARTICLE III - MEETINGS OF MEMBERS

- A. Annual Meeting. An annual meeting of Members shall be held at a date, time, and location set by the Board and communicated to the Members in writing or through electronic means. If the notice is sent by means other than first class mail, notice shall be sent not less than thirty (30) days and not more than sixty (60) days prior to the meeting. If notice is sent by first class mail, it shall be sent not less than ten (10) days prior to the meeting.
- B. Special Meetings. Special meetings of the Members may be called by the Board Chair, by the Board of Directors, or by at least one (1) written demand delivered to the Association's Secretary for the meeting describing the purpose for which the meeting is to be held by any ten percent (10%) of the Members. If the notice is sent by means other than first class mail, notice shall be sent not less than thirty (30) days and not more than sixty (60) days prior to the meeting. If notice is sent by first class mail, it shall be sent not less than ten (10) days prior to the meeting.
- C. Cancellations. If a meeting of the Members is cancelled for any reason, then the rescheduled meeting may take place following at least five (5) days' notice that may be sent via electronic mail.
- D. Quorum and Voting.
1. At any meeting of the Members, a quorum shall consist of at least five percent (5%) of the Members in good standing.
 2. If a quorum is present when a vote is taken, the affirmative vote of a plurality of the Members present shall be the act of the Membership, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
- E. Meetings Utilizing Telecommunications. At the Board's discretion, it may provide any and all Members a method by which the Members may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other

during the meeting including, but not limited to, telephonic means, webcams, and digital uplinks. Participation in a meeting using these means constitutes presence in person at the meeting.

- F. Action Without Meeting. The Membership may take any action that it is permitted or required to take herein or by law without a meeting if the action is approved at least eighty percent (80%) of the Membership. Such action must be evidenced in writing that is signed by each Member voting for the action and is effective upon the final signature required to reach the eighty percent (80%), unless a prior or subsequent effective date is specified in such consent.
- G. Action by Written Ballot Without a Meeting. Any action, including the election of Directors, that may be taken at any meeting of members may be taken without a meeting and without prior notice by complying with the following provisions:
1. Any action that may be taken at a regular or special meeting of Members may be taken without a meeting if the Organization delivers a written ballot, including by electronic means, to every Member entitled to vote on the matter.
 2. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.
 3. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the Members, and the number of approvals equals or exceeds a plurality of the ballots cast, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
 4. A solicitation for votes by written ballot shall include all of the following: (a) the number of responses needed to meet the quorum requirements; (b) the percentage of approvals necessary to approve each matter other than election of directors; and (c) the time by which a ballot must be received by the Organization in order to be counted.
 5. A written ballot provided to the Members may only be revoked by the Board to correct typographical and/or informational errors.
 6. A written ballot submitted by a Member may not be revoked.
 7. All written ballots shall be filed with the Secretary of the Association or other person as designated by the Board Chair and maintained in the corporate records.
- H. Record Date. The Record Date for any Membership vote or action shall be one day prior to the date that the notice for the vote or action is sent to the Membership.

ARTICLE IV - BOARD OF DIRECTORS

- A. Authority & Duties. The business and affairs of the Association shall be managed by the Board of Directors, hereinafter referred to as the "Board." Except as otherwise required by law, as provided in the Articles, and these Bylaws, all details of the operation and management of the Association and its

affairs and property are vested in the Board.

- B. Committees. The Board may establish standing committees, ad hoc committees, and/or special interest sections of the Association as needed to execute its authority, perform its duties or serve the Association's mission.
- C. Number. The number of individuals serving on the Board ("Directors") shall not be less than 11 nor more than 17 as shall be fixed from time to time by the Board. If the Board does not fix a specific number, the number of Directors which shall constitute the whole Board shall be 15.
- D. Appointment of Ex Officio and/or Honorary Directors.
 - 1. Honorary or ex officio members of the Board may be appointed at the discretion of a majority vote by the Board to recognize outstanding contributions to the Association and/or to advance the goals/mission of the Association. All such appointments are honorary and non-voting and no such individuals shall be considered Directors of the Board for the purposes of these Bylaws.
 - 2. In the event the immediate Past-Board Chair is no longer an elected member of the Board, due to expiration of their term, the Board Chair may appoint the Past-Board Chair to an ex officio, non-voting position on the Board.
- E. Election and Terms of Directors.
 - 1. Directors are elected by Members of the Association to a four-year term, to begin July 1 and end June 30 of the fourth year.
 - 2. Only Members in good standing, as determined by the rights and voting privileges established by the Board, shall be eligible to serve on the Board and to vote for Directors.
 - 3. Directors' terms, including the initial term for any Directors associated with an increase in the size of the Board, shall be staggered so that as nearly as possible an equal number of elected Directors' terms shall expire each year.
 - 4. No Director shall serve for more than two consecutive four-year terms. After serving for two four-year terms, Directors shall only begin serving as a Director again after being off the Board for a period of at least four years.
 - 5. The initial term of any Director who is first elected to a shorter term as a result of filling a vacancy (including a vacancy resulting from an increase in the size of the Board and the staggering of terms) shall not be counted for purposes of the limit of two consecutive terms of service.
- F. Director Resignations, Removals, and Vacancies.
 - 1. A Director may resign at any time by filing a written resignation with the Secretary. Effectiveness of the resignation is not subject to acceptance by the Board.

2. A Director may be removed from office by the Board, with or without cause, by a two-thirds majority vote of the Board whenever in its judgment the best interests of the Association would be served thereby.
3. A Director may be removed from office by the Membership, with or without cause, by a majority vote of the Membership whenever in its judgment the best interests of the Association would be served thereby, except that the Directors holding the positions of Board Chair and Chair-Elect may only be removed by the Membership with cause.
4. A vacancy occurring on the Board by reason of the death of, resignation of, removal of or other inability to act as a Director shall remain open until the next regularly-scheduled Board election or be filled by special election of the Membership as determined by the Board. A Director thus elected to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.
5. A vacancy to be filled by reason of an increase in the number of Directors shall be filled by regular or special election of the Association Membership.

G. Meetings of the Board.

1. The Board Chair shall be responsible for convening at least two meetings of the Board each year, with one of those meetings held in conjunction with the Annual Meeting.
2. Quorum shall be defined as a majority of the Directors.
3. If a quorum is present when a vote is taken the affirmative vote of a majority of the Directors present when the action is taken shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
4. Except as provided by these Bylaws, special meetings of the Board for any purpose may be called at any time by the Board Chair or by a majority of the Board with at least two (2) days' written or electronic notice to each Director. The notice shall specify the day, time, place and purpose for which the meeting is called and no other business than that mentioned in the notice shall be transacted at such meeting, which may occur in person or electronically, unless the entire Board unanimously agrees to such additional business.
5. Directors are expected to attend meetings in person when possible and by telephone or other electronic means when necessary.
6. Any Director may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in this way constitutes presence at the meeting for the purposes of establishing a quorum and conducting business.
7. Unless otherwise specified in the Bylaws of the Association, meetings shall be generally conducted according to the most recently published edition of *Robert's Rules of Order*.

8. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.
9. The Board Chair may elect to convene a meeting of the Board without the non-voting members present, for the purpose of conducting business in which the non-voting members may have a conflict of interest, such as for performance reviews of the Executive Director or review of current or future Hosting Institution agreements.

ARTICLE V - OFFICERS

- A. Officers & Qualifications. The Principal Officers of the Association shall consist of a Chair, a Chair-Elect, a Treasurer, a Secretary, and such other Officers as the Board may designate from time to time. Any two (2) or more offices may be held by the same person except that the offices of Board Chair and Treasurer or Board Chair and Chair-Elect shall not be held by the same person.
- B. Term of Office. Officers of the Association shall be Directors and shall be elected by the Board at its meeting in conjunction with the Association's Annual Conference.
 1. The Board Chair shall serve a two-year term, beginning on July 1 and ending on June 30 of the second year. Following such term, the Board Chair generally continues on the Board in a two-year, non-renewable term as Immediate Past-Board Chair if they remain on the Board as an elected, at-large Director.
 2. The Chair-Elect shall serve a two-year term, beginning on July 1 and ending on June 30 of the second year. Upon completion of the two-year term, as Chair-Elect, the Chair-Elect shall automatically assume the position of Board Chair and a new Chair-Elect shall be elected by the Board.
 3. If either the Board Chair or Chair-Elect's term as Director expires during their tenure as Board Chair or Chair-Elect, then such term shall automatically extend to cover the duration of their service as Board Chair or Chair-Elect.
 4. The Treasurer and Secretary shall serve a one-year, renewable term, beginning on July 1 and ending on June 30.
- C. Resignations, Removals, and Vacancies.
 1. A vacancy among the Officers may be filled by a vote of the Directors, and any Officer so elected shall hold office until the expiration of the term of the Officer causing the vacancy and until the Officer's successor shall be duly elected and qualified.
 2. An Officer of the Association may be removed with or without cause at any time by a two-thirds majority vote of the Board whenever in its judgment the best interests of the Board would be served thereby.

ARTICLE VI - POWERS & DUTIES OF OFFICERS

- A. Chair. The Board Chair shall, if present, preside at all meetings of the Board and the Members including the annual meetings, and shall in general supervise and control all of the business and affairs of the Association or otherwise ensure that such is accomplished. The Board Chair shall perform all duties incident to the office of Board Chair and such other duties as may be prescribed by the Board of Directors from time to time.
- B. Chair-Elect. The Chair-Elect shall exercise and perform all powers of, and perform duties incumbent upon, the Board Chair during the absence or disability of the Board Chair and shall exercise and perform such other powers and duties as these Bylaws, the Board, or the Board Chair may prescribe.
- C. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Association. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board or whenever requested, a statement of the financial condition of the Association, and in general shall perform all duties pertaining to the office of the Treasurer.
- D. Secretary. The Secretary shall attend all meetings of the Members and of the Board and prepare, keep or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for committees appointed by the Board. If the Secretary is unable attend a meeting of the Members or the Board, the Board Chair shall designate a Director to act on behalf of the Secretary. The Secretary shall also perform such other duties as these Bylaws, the Board or an Officer authorized by the Board may prescribe.

ARTICLE VII - INDEMNIFICATION

The Association shall indemnify each current and former Member and Director of the Board and each of the Association's Officers and former Officers for the defense of civil and criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws to the contrary, in a manner and to the full extent permitted by applicable law as may from time to time be in effect.

The Association shall indemnify each current and former Member and Director of the Board and Officers and former Officers from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal thereof, imposed upon or asserted against him or her by reason of being or having been such a Member, Director, or Officer and acting within the scope of his or her official duties, except where such Member, Officer, or Director is adjudged, in a final non-appealable order, decision or holding, to be liable for negligence or misconduct in the performance of a duty which directly gave rise to the action or proceeding.

This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above as incurred whenever arising and the right of indemnification in these Bylaws shall be in addition to any and all rights to which any current or former Member, Director, or Officer of the Association might otherwise be entitled and these provisions shall neither impair nor adversely affect these rights.

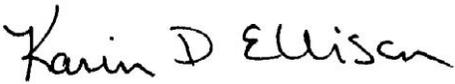
ARTICLE VIII - PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE ASSOCIATION

- A. Payments and Execution of Contracts & Other Documents. Only the Board Chair and Chair-Elect may act on behalf of the Association in signing contracts or otherwise binding the Association in anyway unless the Board specifically authorizes another individual to take such actions. The Board may also designate and authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and the behalf of the Association. Such authority may be general or confined to a specific instance; and unless so authorized by the Board, no Officer, agent or employee shall have the power or authority to bind the Association by any contract or engagement, or to pledge its credit or render it liable for any purpose or amount.
- B. Loans. The Association shall not lend money to or guarantee any obligations of any member, Officer, Director, employee or any other person/entity.
- C. Distribution of Property Upon the Dissolution of Association. If the Association is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more organizations that have been selected by the Board pursuant to Article III of the Articles. Any such property not so transferred shall be disposed of by the Circuit or Superior Court of the county in which the registered office of the Association is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.
- D. Conflict of Interest. Directors and Officers shall abide by the Conflict of Interest Policy adopted by the Board. The Directors will not be compensated for their service on the Board. Some Directors may be employed by the Association to work on projects of the Association for which they will be compensated. Any Director receiving compensation as an employee of or independent contractor for the Association must abstain from voting on matters directly related to that project and/or compensation.

ARTICLE IX - AMENDMENTS

The Articles and Bylaws may be amended, by a majority vote, at any duly called meeting of the Board, except that such amendments must be approved by the Members subject to Article II, Section D above. Written notice of the proposed amendment shall be mailed or e-mailed to the Directors seven (7) days before the meeting at which the amendment is to be proposed and/or to the Members if by means other than first class mail, not less than thirty (30) days and not more than sixty (60) days before the meeting; or if by first class mail, not less than ten (10) days prior to the meeting.

The above Bylaws were proposed by majority vote of the Board by a vote of eleven (11) in favor and zero (0) against at which a gathering of eleven (11) of fifteen (15) Directors were present, constituting quorum, on the 3rd day of August, 2019 and approved by the membership by a vote of seventy-six (76) in favor and zero (0) against at an in-person meeting held on February 21, 2020.

By: 
Karin Ellison, Secretary
Association for Practical and Professional Ethics Incorporated